

United States Bankruptcy Court <u>Northern</u> District of <u>Illinois</u>						Voluntary Petition																					
Name of Debtor (if individual, enter Last, First, Middle): Orius Corp.				Name of Joint Debtor (Spouse) (Last, First, Middle):																							
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):				All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																							
Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all): 65-0894212				Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):																							
Street Address of Debtor (No. & Street, City, and State): 1000 Hart Road, Suite 140 Barrington, IL				Street Address of Joint Debtor (No. & Street, City, and State):																							
ZIPCODE 60010				ZIPCODE																							
County of Residence or of the Principal Place of Business: Lake				County of Residence or of the Principal Place of Business:																							
Mailing Address of Debtor (if different from street address):				Mailing Address of Joint Debtor (if different from street address):																							
ZIPCODE				ZIPCODE																							
Location of Principal Assets of Business Debtor (if different from street address above):																											
ZIPCODE																											
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and provide the information requested below.) State type of entity: _____		Nature of Business (Check all applicable boxes.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Nonprofit Organization qualified under 15 U.S.C. § 501(c)(3)		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 13																							
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business																									
Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2 million.						THIS SPACE IS FOR COURT USE ONLY																					
Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																											
Estimated Number of Creditors <table style="width: 100%; text-align: center;"> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>								1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): Orius Corp.	
Prior Bankruptcy Case Filed Within Last 8 Years (If more than one, attach additional sheet)			
Location Where Filed: N.D. Illinois		Case Number: 02-45127	Date Filed: November 15, 2002
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Exhibit 1		Case Number:	Date Filed:
District:		Relationship:	Judge:
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code. X _____ Signature of Attorney for Debtor(s) Date	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No		Certification Concerning Debt Counseling by Individual/Joint Debtor(s) <input type="checkbox"/> I/we have received approved budget and credit counseling during the 180-day period preceding the filing of this petition. <input type="checkbox"/> I/we request a waiver of the requirement to obtain budget and credit counseling prior to filing based on exigent circumstances. (Must attach certification describing.)	
Information Regarding the Debtor (Check the Applicable Boxes) Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Statement by a Debtor Who Resides as a Tenant of Residential Property <i>Check all applicable boxes.</i> <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment) _____ (Address of landlord) <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Orius Corp.

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by § 342(b) of the Bankruptcy Code.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by § 1515 of title 11 are attached.

☐ Pursuant to § 1511 of title 11, United States Code, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney

X /s/Timothy W. Brink

Signature of Attorney for Debtor(s)

Timothy W. Brink

Printed Name of Attorney for Debtor(s)

Lord, Bissell & Brook, LLP

Firm Name 115 S. LaSalle Street

Address Chicago, Illinois 60603

(312) 443-1832

Telephone Number
December 12, 2005

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/William A. Shuttleworth

Signature of Authorized Individual

William A. Shuttleworth

Printed Name of Authorized Individual

President and CEO

Title of Authorized Individual

December 12, 2005

Date

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:) Chapter 11
)
ORIUS CORP.,) Case No. _____
)
Debtor.) Honorable _____

**EXHIBIT 1 TO VOLUNTARY PETITION - LIST
OF FILING ENTITIES**


Along with the debtor, the following affiliated debtors simultaneously have filed voluntary chapter 11 petitions in the United States Bankruptcy Court for the Northern District of Illinois:

1. CATV Subscriber Services, Inc.
2. Channel Communications, Inc.
3. Copenhagen Utilities & Construction, Inc.
4. Hattech, Inc.
5. LISN Company
6. LISN, Inc.
7. NATG Holdings, LLC
8. Orius Central Office Services, Inc.
9. Orius Corp.
10. Orius Telecom Services, Inc.
11. Orius Telecommunication Services, Inc.
12. Texor, Inc.
13. U.S. Cable, Inc.

SECRETARY'S CERTIFICATE

I, John W. Starr, Secretary of (A) Orius Corp., a Delaware corporation; (B) Orius Telecom Services, Inc., a Florida corporation, (C) Orius Telecommunication Services, Inc., a Florida corporation, (D) Channel Communications, Inc., a Kansas corporation, (E) U.S. Cable, Inc., a Wisconsin corporation, (F) CATV Subscriber Services, Inc., a North Carolina corporation, (G) Copenhagen Utilities & Construction, Inc., an Oregon corporation, (H) Orius Central Office Services, Inc., a Florida corporation, (I) Hattech, Inc., a Florida corporation, (J) LISN, Inc., an Ohio corporation, (K) LISN Company, an Ohio corporation, and (L) Texor, Inc., a Virginia corporation (each, a "Company" and collectively, the "Companies"), DO HEREBY CERTIFY that attached hereto is a true and correct copy of the resolutions adopted by the Board of Directors (the "Board") of the Companies, at a meeting held on December 9, 2005, at which meeting a quorum of the Board was present and validly acting throughout (the "Resolutions"). The Resolutions are in full force and effect as of the date hereof.

I have hereunto set my hand this 9th day of December, 2005.



John W. Starr

PROPOSED RESOLUTIONS FOR THE SPECIAL MEETING
CHAPTER 11 FILING

December 9, 2005

The following resolutions are proposed to be adopted at a combined special meeting of the Boards of Directors of (A) Orius Corp., a Delaware corporation; (B) Orius Telecom Services, Inc., a Florida corporation, (C) Orius Telecommunication Services, Inc., a Florida corporation, (D) Channel Communications, Inc., a Kansas corporation, (E) U.S. Cable, Inc., a Wisconsin corporation, (F) CATV Subscriber Services, Inc., a North Carolina corporation, (G) Copenhagen Utilities & Construction, Inc., an Oregon corporation, (H) Orius Central Office Services, Inc., a Florida corporation, (I) Hattech, Inc., a Florida corporation, (J) LISN, Inc., an Ohio corporation, (K) LISN Company, an Ohio corporation and (L) Texor, Inc., a Virginia corporation (each, a "Company" and collectively, the "Companies"):

WHEREAS, the undersigned have considered the financial and operational aspects of the Companies' business, and has determined that it is desirable and in the best interests of the Companies' creditors, stockholders, and other interested parties that the Companies file petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") seeking the bankruptcy protections and relief provided therein;

NOW, THEREFORE, IT IS HEREBY RESOLVED that William A. Shuttleworth, John W. Starr, Gary F. Berger, or any other person or persons so designated by the Board (collectively, the "Authorized Signatories," and each an "Authorized Signatory") be, and each of them hereby is, authorized and directed on behalf of the Companies to execute and verify a petition in the name of the Companies under chapter 11 of the Bankruptcy Code (the "Petition") and to cause the Petition to be filed in the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Bankruptcy Court"), in such form and at such time as the Authorized Signatory executing the Petition on behalf of the Companies shall determine;

FURTHER RESOLVED that the Authorized Signatories or any one of them be, and each of them hereby is, authorized to (i) take, or cause to be taken, any and all action, (ii) execute and file, or cause to be executed and filed, any and all documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, (iii) employ and retain all assistance by legal counsel, accountants, and other professionals, as in their judgment shall be necessary, appropriate, or advisable in connection with the Chapter 11 cases (the "Chapter 11 Cases") resulting from the filing of the Petition;

FURTHER RESOLVED that the law firm of Lord, Bissell & Brook LLP be, and hereby is, employed and retained as counsel to the Companies in the Chapter 11 Cases;

FURTHER RESOLVED that Conway Del Genio Greis & Co., be, and hereby is, employed and retained as the financial advisors to the Companies in the Chapter 11 Cases;

FURTHER RESOLVED that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Companies to seek relief under chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Cases, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Companies;

FURTHER RESOLVED that, in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, the Authorized Signatories of the Companies be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Companies, to (i) take, or cause to be taken, any and all further action, (ii) execute and deliver, or cause to be executed and delivered, any and all further agreements, consents, resolutions, certificates, documents, and other papers, (iii) incur all further fees and expenses, as in their judgment shall be necessary, appropriate, or advisable to effectuate fully the purpose and intent of any and all of the foregoing resolutions, and (iv) take all actions necessary and appropriate to conduct the Chapter 11 Cases, subject to direction from the Companies' Board of Directors; and

FURTHER RESOLVED that any and all actions taken by the Authorized Signatories or other officers of the Companies prior to the date first set forth above with respect to any of the matters contemplated by the foregoing resolutions are hereby adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Companies.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:) Chapter 11
)
ORIOUS CORP.,) Case No. _____
)
Debtor.) Honorable _____

CORPORATE DISCLOSURE STATEMENT OF ORIOUS CORP.

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 7007-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Northern District of Illinois, Orius Corporation, the debtor and debtor in possession herein (the "Company"), hereby discloses the following publicly-held parent corporations and publicly-held companies that directly or indirectly own, control, or hold, with power to vote, ten percent (10%) or more of the outstanding voting securities of the Company: Morgan Stanley

In addition, the following corporation(s) directly or indirectly own ten percent (10%) or more of any class of the Company's equity interests: Morgan Stanley

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing Corporate Disclosure Statement of Orius Corp. and that it is true and correct to the best of my knowledge, information and belief.

Date December 12, 2005

Signature /s/William A. Shuttleworth
William A. Shuttleworth
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:) Chapter 11
)
ORIUS CORP.,) Case No. _____
)
Debtors.) Honorable _____

VERIFICATION OF CREDITOR MATRIX

Number of Creditors: 2312

The above-named debtor hereby verifies that the list of creditors filed herein is true and correct to the best of its knowledge.

Date December 12, 2005

Signature /s/ William A. Shuttleworth
William A. Shuttleworth
President